

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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	)	
In re:	)	Chapter 11
	)	
Randall's Island Family Golf	)	
Centers, Inc., et al.	)	Case Nos. 00-41065 through 00-41196
	)	
Debtors	)	Judge Stuart M. Bernstein
	)	
	----- )	Jointly Administered

**ORDER AUTHORIZING DEBTORS TO EMPLOY ZOLFO COOPER, LLC  
AS BANKRUPTCY CONSULTANTS AND SPECIAL FINANCIAL ADVISORS  
TO THE DEBTORS**

This matter coming to be heard upon the annexed Application of the Debtors for an Order Authorizing the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") to employ Zolfo Cooper, LLC (either Zolfo Cooper, LLC or an affiliate thereof, "ZC" or the "Firm") as Bankruptcy Consultants and Special Financial Advisors to the Debtors (the "Application"); upon the subjoined nonobjection of the Official Committee of Unsecured Creditors and the U.S. Trustee; upon the testimony provided at the hearing in connection with the motion and the Court having reviewed the Application and the appended Affidavit in support of such Application of Philip J. Gund, a member of ZC; it appearing to the Court that: (i) notice of the filing of the Application was adequate under the circumstances; (ii) ZC does not hold or represent any interest adverse to the interests of the Debtors, their estates, their creditors or other parties in interest, the United States Trustee or anyone employed in the Office of

the United States Trustee in the matters upon which ZC is to be engaged and is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code; (iii) the Debtors require the assistance of knowledgeable Bankruptcy Consultants and Special Financial Advisors and desire to employ and retain ZC pursuant to § 327 of the United States Code, to render the essential services set forth in the Application as needed during the course of these chapter 11 proceedings and that ZC is well qualified to render such services; (iv) this Court has proper jurisdiction with respect to the granting of the relief requested herein; and (v) the employment and retention of ZC is in the best interests of the Debtors, their respective estates, their creditors and other parties in interest herein; the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and the appended Affidavit of Philip J. Gund, which are in full compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, establish just and sufficient cause for the relief granted herein;

IT IS HEREBY ORDERED that, nunc pro tunc, as of May 4, 2000:

(1) The Debtors shall be, and hereby are, authorized to employ and retain ZC as their Bankruptcy Consultants and Special Financial Advisors in connection with these chapter 11 cases and the Debtors' businesses generally, under a general retainer upon the terms and for the purposes set forth and as requested in the Application and appended Affidavit of Philip J. Gund and attachments thereto;

(2) ZC shall be, and hereby is, authorized to perform the services enumerated in the Application and the Affidavit of Philip J. Gund;

(3) The Debtors shall be and hereby are authorized to pay ZC upon receipt of the invoice by the Debtors for the professional services rendered and reimburse ZC for the out-of-pocket expenses incurred in the prior month in accordance with the administrative procedures established by the Bankruptcy Court; provided however, that all such payments by the Debtors shall be on account of and subject to formal applications by ZC for allowances of compensation and reimbursement of out-of-pocket expenses, and provided, further that ZC shall submit such applications for allowances, prepared in accordance with the "Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases," dated June 30, 1991, at such times as may be required by the Court during the pendency of these Chapter 11 cases;

(4) ZC be and hereby is authorized to hold its retainer after application of any outstanding prepetition fees and expenses, subject to further order of the Bankruptcy Court; and

(5) Subject to ZC's compliance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules in applying for allowance of ZC's compensation and reimbursement of ZC's out-of-pocket expenses, and the approval of the compensation and reimbursement of expenses as meet with appropriate legal standards, ZC's billing practices, billing rates, methods of charging expenses, and staffing approach, be, and hereby are approved as enumerated in the Application and in the Affidavit of Philip J. Gund.

Dated: August 17, 2000

New York, New York

/s/ Stuart M. Bernstein

UNITED STATES BANKRUPTCY JUDGE  
FOR THE SOUTHERN DISTRICT OF NEW YORK

**NO OBJECTION**

OFFICE OF THE UNITED STATES TRUSTEE

By: \_\_\_\_\_